

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN**

In re)
CITY OF DETROIT, MICHIGAN,) Chapter 9
Debtor.)
) Case No. 13-53846
)) Hon. Steven W. Rhodes
))
))

**EX PARTE JOINT MOTION OF CERTAIN COPs HOLDERS AND FINANCIAL
GUARANTY INSURANCE COMPANY FOR AN EXTENSION OF TIME TO RESPOND
TO THE NOTICE OF ASSERTED RIGHT TO VOTE AND MAKE ELECTIONS
WITH RESPECT TO COP CLAIMS FILED BY FGIC**

The creditors and parties in interest identified in footnote 1 (collectively, the “COPs Holders”)¹ and Financial Guaranty Insurance Company (“FGIC”), by their undersigned attorneys, move this Court for entry of an Order extending the deadline for the COPs Holders to file a brief in response to the *Notice of Financial Guaranty Insurance Company Asserted Right to Vote and Make Elections with Respect to Certain COP Claims* [Docket No. 5087] (the “Notice of FGIC’s Asserted Right to Vote”) and the deadline for FGIC to file a reply to any such response. The City of Detroit (the “City”) consents to the extension of deadlines requested herein. In support of this motion, the COPs Holders and FGIC state the following:

1. The COPs Holders hold Class 9 COP Claims (as that term is defined in the *Fourth Amended Plan for the Adjustment of Debts of the City of Detroit* (the “Plan”). The certificates of participation held by the COPs Holders are insured by FGIC.

¹ The COPs Holders filing this motion are: Hypothekenbank Frankfurt AG, Hypothekenbank Frankfurt International S.A., Erste Europäische Pfandbrief- und Kommunalkreditbank Aktiengesellschaft in Luxemburg S.A., Deutsche Bank AG, London, Dexia Crédit Local, and Dexia Holdings, Inc.

2. The Plan and the Disclosure Statement for the Plan provide that the COPs Holders will have the right to vote on the Plan and elect whether to accept or reject the COP Settlement (as defined in the Plan).

3. On March 11, 2014, this Court entered an *Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Adjustment and (II) Approving Notice Procedures Related to Confirmation of the Plan of Adjustment* [Docket No. 2984] (the “Solicitation Procedures Order”). Among other things, the Solicitation Procedures Order established procedures for resolving disputes as to whether the holders of Class 9 COP Claims or the insurers of the COPs Holders, such as FGIC, have the right to vote on the Plan and the right to elect whether to accept or reject the Plan COP Settlement.

4. On May 27, 2014, pursuant to the Solicitation Procedures Order and subsequent scheduling orders, FGIC timely filed its Notice of FGIC’s Asserted Right to Vote, in which, among other things, FGIC asserted that it has the right to vote on the Plan and to elect whether or not to accept the Plan COP Settlement, not the COPs Holders.

5. The *Fifth Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor’s Plan of Adjustment* [Docket No. 5259] (“Fifth Amended Procedures Order”) establishes June 24, 2014 as the deadline for “any affected holder . . . to file a brief in response to any Notice of Asserted Right to Vote a Claim,” and July 2, 2014 as the deadline “for any party that filed a Notice of Asserted Right to Vote a Claim to file a reply brief in support of such notice.” The hearing on any voting rights disputes is scheduled for July 14, 2014.

6. The COPs Holders and FGIC have been engaged in extensive negotiations to attempt to resolve any disagreement with respect to voting rights and the right to make the Plan COP Settlement election, and believe that a consensual resolution is imminent. However, any

consensual resolution will not be finalized and documented before the June 24, 2014 deadline for the COPs Holders to respond to the Notice of FGIC's Asserted Right to Vote.

7. In order to allow FGIC and the COPs Holders to conclude and document their discussions without incurring additional, and very likely unnecessary, costs of litigation, the COPs Holders and FGIC request that the deadline for the COPs Holders to respond to the Notice of FGIC's Asserted Right to Vote be extended by one week, from June 24, 2014 to July 1, 2014, and that the deadline for FGIC to reply to any such response be extended to July 9, 2014.

8. The COPs Holders and FGIC believe the requested extension is in the interests of judicial economy, will avoid the parties having to incur unnecessary legal fees, and will promote a consensual resolution of voting issues between FGIC and the COPs Holders. Moreover, in the unlikely event that FGIC and the COPs Holders reach an impasse, the requested extensions will not delay the hearing on the dispute scheduled for July 14, 2014.

9. The City has indicated that it does not object to the deadline extensions requested herein.

WHEREFORE, the COPs Holders and FGIC respectfully request that: (a) the June 24, 2014 deadline for the COPs Holders to file a brief in response to the Notice of FGIC's Asserted Right to Vote be extended through and including July 1, 2014; (b) the July 2, 2014 deadline for FGIC to file a reply brief be extended through and including July 9, 2014; and (c) such other and further relief as is just and proper be granted.

Dated: June 24, 2014.

Respectfully submitted,

/s/ Alfredo R. Pérez

Alfredo R. Pérez, Esquire
WEIL, GOTSHAL & MANGES LLP
700 Louisiana Street, Suite 1700
Houston, TX 77002
Telephone: (713) 546-5000
Fax: (713) 224-9511
Email: alfredo.perez@weil.com

- and -

Ernest J. Essad Jr., Esquire
Mark R. James, Esquire
WILLIAMS, WILLIAMS, RATTNER &
PLUNKETT, P.C.
280 North Old Woodward Avenue,
Suite 300
Birmingham, MI 48009
Telephone: (248) 642-0333
Fax: (248) 642-0856
E-mail: EJEssad@wwrplaw.com
E-mail: mrjames@wwrplaw.com

*Counsel for Financial Guaranty Insurance
Company*

/s/ Matthew G. Summers

Matthew G. Summers, Esquire
BALLARD SPAHR LLP
919 North Market Street, 11th Floor
Wilmington, Delaware 19801
Tel: (302) 252-4428
Fax: (302) 252-4466
E-mail: summersm@ballardspahr.com

Vincent J. Marriott, III, Esquire

BALLARD SPAHR LLP
1735 Market Street, 51st Floor
Philadelphia, Pennsylvania 19103
Tel: (215) 864-8236
Fax: (215) 864-9762
E-mail: marriott@ballardspahr.com

- and-

Howard S. Sher, Esquire (P38337)
JACOB & WEINGARTEN, P.C.
Somerset Place
2301 W. Big Beaver Road, Suite 777
Troy, Michigan 48084
Tel: (248) 649-1200
Fax: (248) 649-2920
E-mail: howard@jacobweingarten.com

*Counsel for Hypothekenbank Frankfurt AG,
Hypothekenbank Frankfurt International
S.A., and Erste Europäische Pfandbrief- und
Kommunalkreditbank Aktiengesellschaft in
Luxemburg S.A.*

/s/ Deborah L. Fish

Deborah L. Fish, Esquire
ALLARD & FISH, P.C.
2600 Buhl Building
535 Griswold
Detroit, MI 48226
Tel: (313) 309-3171
E-mail: dfish@allardfishpc.com

-and-

Thomas Moers Mayer, Esquire
Jonathan M. Wagner, Esquire
KRAMER LEVIN NAFTALIS
& FRANKEL LLP
1177 Avenue of the Americas
New York, NY 10036
Tel: (212) 715-9169
E-mail: tmayer@kramerlevin.com
E-mail: jwagner@kramerlevin.com

*Counsel for Dexia Crédit Local
and Dexia Holdings, Inc.*

/s/ Kenneth E. Noble

Kenneth E. Noble, Esquire
John J. Ramirez, Esquire
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022-2585
Tel: (212) 715-9393
E-mail: Kenneth.noble@kattenlaw.com
john.ramirez@kattenlaw.com

Counsel for Deutsche Bank AG, London

CERTIFICATE OF SERVICE

I, Matthew G. Summers, state that on June 24, 2014, I filed a copy of the foregoing *Ex Parte Joint Motion of Certain COPs Holders and Financial Guaranty Insurance Company for an Extension of Time to Respond to the Notice of Asserted Right to Vote and Make Elections With Respect to COPs Claims Filed by FGIC* with the Clerk of Court using the Court's ECF system and I hereby certify that the Court's ECF system has served all registered users that have appeared in the above-captioned case. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

/s/ Matthew G. Summers _____

Matthew G. Summers
E-mail: summersm@ballardspahr.com